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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, DENNIS STEJAKOWSKI, AND LISS & SHAPERO COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 1144

(DENNIS STEJAKOWSKI AND LISS & SHAPERO)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Dennis Stejakowski, through his counsel Liss & Shapero, respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Dennis Stejakowski, And Liss & Shapero Compromising And Allowing Proof Of Claim Number 1144 (Dennis Stejakowski And Liss & Shapero) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on December 13, 2005, Dennis Stejakowski and Liss & Shapero filed proof of claim number 1144 against Delphi, which asserts an unsecured non-priority claim in the amount of \$1,000,000 (the "Claim") arising from personal injuries.

WHEREAS, on March 27, 2008, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Books And Records Claim, (C) Untimely Books And Records Claim, (D) Untimely Claim, And (E) Claims Subject To Modification And Modified Claim Asserting Reclamation (Docket No. 13269) (the "Twenty-Eighth Omnibus Claims Objection").

WHEREAS, on June 13, 2008, Delphi and Dennis Stejakowski, through his counsel Liss & Shapero, entered into the Joint Stipulation And Agreed Order Setting Maximum Allowed Amount Of Proof Of Claim Number 1144 (Dennis Stejakowski And Liss & Shapero)

(Docket No. 13746) (the "Capping Stipulation") pursuant to which the Claim was capped such that in no event would the Claim be allowed in an amount exceeding \$475,000.00.

WHEREAS, pursuant to the Capping Stipulation, no response to the Twenty-Eighth Omnibus Claims Objection was filed by Liss & Shapero.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-Eighth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors, Dennis Stejakowski, and Liss & Shapero entered into this Stipulation, pursuant to which the Reorganized Debtors, Dennis Stejakowski, and Liss & Shapero agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$475,000.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors, Dennis Stejakowski, and Liss & Shapero stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$475,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in

accordance with the terms of the Modified Plan.

2. Nothing herein shall be construed as an admission of liability on behalf of the Debtors or the Reorganized Debtors with respect to any portion of the Claim.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 11th day of August, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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